



**PUBLIC GALLERIES ASSOCIATION OF VICTORIA
INCORPORATED RULES**

1 NAME

- 1.1 The name of the incorporated association is the Public Galleries Association of Victoria Inc. (**PGAV**).

2 PURPOSES

- 2.1 The purposes for which the PGAV is established are:
- (a) to provide a forum for members of the professional staff, management and advisory committees of the public galleries, art museums and contemporary art spaces of Victoria, and in particular the PGAV members;
 - (b) to advocate on behalf of the members to governments and their agencies, funding bodies, philanthropic trusts and other peak bodies;
 - (c) to advise governments through Creative Victoria and other relevant bodies on policy matters relating to the members;
 - (d) to administer grants, donations and sponsorships from government, philanthropic trusts, the corporate sector and other sources for projects which will benefit the members;
 - (e) to foster working relationships between members and with other relevant organisations to facilitate communication and information exchange, the development of programs of exhibitions, education, tourism and access, loans of artworks, research and information exchange, and staff exchanges, including all of the above in connection with First Nations artists and art, and to foster First Nations leadership and professional development within the sector;
 - (f) to organise conferences, workshops and forums to further develop the sector;
 - (g) to promote the PGAV and its members; and
 - (h) to do all such other things as are incidental or conducive to the attainment of the above objectives.

3 INTERPRETATION

- 3.1 In these rules, unless the contrary intention appears:
- (a) **ACT** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act as amended, varied or replaced from time to time;
 - (b) **ANNUAL GENERAL MEETING** means a meeting of Members in accordance with Rule 10;

- (c) **ASSOCIATE MEMBER** means any individual or organisation granted Supporter status by the PGAV;
- (d) **BOARD** means the Board of Management of the PGAV;
- (e) **FINANCIAL YEAR** means the year ending on 31 December;
- (f) **SPECIAL GENERAL MEETING** means a meeting of Members convened in accordance with Rule 11;
- (g) **MEMBER(S)** means Member Gallery(ies) or Board member;
- (h) **MEMBER GALLERY** means any Public Gallery granted membership by the PGAV;
- (i) **PUBLIC FUND** means a fund established by the Board in accordance with Rule 26;
- (j) **PUBLIC GALLERY** means a dedicated art gallery, art museum or contemporary art space in Victoria which:
 - (i) is open and accessible to the public;
 - (ii) is owned, conducted or managed by or on behalf of the public or by an association or other entity, the membership of which is open to the public;
 - (iii) is a properly and legally constituted visual arts facility;
 - (iv) is professionally and permanently staffed;
 - (v) has and maintains an on-going and regular program of exhibitions of visual arts material;
 - (vi) is not for profit;
 - (vii) meets a clear and identified need within its community; and
 - (viii) aspires to achieve best practice standards.
- (k) **REGIONAL GALLERY** means a Member Gallery situated beyond the Melbourne Statistical Division as defined by the Australian Bureau of Statistics as amended, varied or replaced from time to time; and
- (l) **REGULATIONS** means regulations under the Act;
- (m) **SUPPORTER** means an individual or organisation with an interest in the visual arts granted Supporter status by the PGAV.

3.2 In these Rules, a reference to the Executive Officer is a reference to:

- (a) a person who holds the position of Executive Officer of the PGAV as delegated by the Board; and
- (b) in any other case, the Secretary of the PGAV as appointed pursuant to 18.5 below.

3.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984 (Vic)* as amended, varied or replaced from time to time.

4 ADMITTANCE OF MEMBER GALLERY

4.1 Any gallery which satisfies the definition of a Public Gallery as set out in Rule 3.1 and which desires to become a Member Gallery may apply in writing to the Association to become a Member Gallery using the form in Appendix 1.

- 4.2 As soon as is practicable after the receipt of an application, the Executive Officer shall refer the application to the Board.
- 4.3 Where an application is received, the Board must assess the application against any criteria set out in these Rules and any other policies or standards adopted by the PGAV and determine whether to approve or reject the application.
- 4.4 Upon an application being approved by the Board, the Executive Officer shall, with as little delay as possible, notify the applicant in writing of the approval for membership of the PGAV.
- 4.5 The Executive Officer shall enter the applicant's name in the register of members and, upon annual membership fees being received; the applicant becomes a Member of the PGAV.
- 4.6 A right, privilege or obligation of a member by reason of membership of the PGAV:
- (a) is not capable of being transferred or transmitted; and
 - (b) terminates immediately upon the Member ceasing to be a Public Gallery.

5 APPLICATION FOR MEMBERSHIP

- 5.1 An application for membership of the PGAV:
- (a) shall be made in writing in the form set out in Appendix I or Appendix II as applicable or in such form as the Board may from time to time approve; and
 - (b) shall be lodged with the Executive Officer of the PGAV.

6 MEMBERSHIP FEES

- 6.1 There shall be no entrance fee for PGAV membership.
- 6.2 An annual non refundable subscription, the level of which shall be determined from time to time by the Board, is payable by each Member Gallery or Supporter by 31 January each year.

7 REGISTER OF MEMBERS

- 7.1 The Executive Officer shall keep and maintain a register of members with the full name, address and date of entry of each Member and Associate Member.
- 7.2 The date that a Member or Associate Member ceased to be a Member or Associate Member will be entered into the register within 14 days after that date.
- 7.3 Within 14 of the Member or Associate Member ceasing to be a Member or Associate Member, the Member or Associate Member's information other than the name of the Member or Associate Member and the date the Member or Associate Member ceased to be a Member or Associate Member will be removed from the register of members.
- 7.4 The register of members shall be available for inspection by Members and Associate Members at the address of the Secretary.

8 RESIGNATION AND EXPULSION OF MEMBER

- 8.1 A Member or Associate Member of the PGAV may resign from the PGAV by giving one month's notice in writing to the President or co-President or Executive Officer of their intention to resign and, upon the expiry of that time, the Member or Associate Member shall cease to be a Member or Associate Member.

- 8.2 Upon the expiration of a notice given under Rule 8.1, the Executive Officer shall record in the register of members the date on which the Member or Associate Member ceased to be a Member or Associate Member.
- 8.3 Subject to these rules, if the Board is of the opinion that a Member or Associate Member:
- (a) has refused or neglected to comply with these Rules; or
 - (b) has been guilty of conduct unbecoming a Member or Associate Member or prejudicial to the interests of the PGAV,
- the Board may, by resolution:
- (c) expel a Member or Associate Member from the PGAV;
 - (d) suspend a Member or Associate Member from the PGAV for a specified period; or
 - (e) fine a Member or Associate Member in accordance with the Regulations.
- 8.4 Where the Board passes a resolution under Rule 8.3, the Executive Officer shall, as soon as practicable, serve on the Member or Associate Member a notice in writing:
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member or Associate Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member or Associate Member that the Member or Associate Member may do one or more of the following:
 - (i) attend the meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and/or
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Executive Officer a notice to the effect that the Member or Associate Member wishes to appeal to the PGAV in Special General Meeting against the resolution.
- 8.5 A resolution of the Board under Rule 8.3:
- (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member or Associate Member of a notice under Rule 7.4 confirms the resolution in accordance with this clause; and
 - (b) where the Member or Associate Member exercises a right, appeal to the PGAV under this clause, does not take effect unless the PGAV confirms the resolution in accordance with this clause.
- 8.6 At a meeting of the Board held in accordance with Rule 8.4, the Board:
- (a) shall give to the Member or Associate Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member or Associate Member; and
 - (c) shall by resolution determine whether to confirm or revoke the resolution.

- 8.7 Where the Executive Officer receives notice under Rule 8.4(d)(iii), they shall notify the Board and the Board shall convene a Special General Meeting of the PGAV to be held within 21 days after the date on which the Executive Officer received notice.
- 8.8 At a Special General Meeting of the Association convened under Rule 8.4:
- (a) no business other than the question of appeal shall be transacted;
 - (b) the Board must place before the meeting details of the grounds of resolution and the reasons for the passing of the resolution;
 - (c) the Member or Associate Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 8.9 If at a Special General Meeting:
- (a) a simple majority of the Members vote in person or by proxy or representative in favour of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

9 GRIEVANCE PROCEDURE

- 9.1 The grievance procedure set out in this Rule applies to disputes under these Rules between –
- (a) a Member or Associate Member and another Member or Associate Member; or
 - (b) a Member or Associate Member and the PGAV.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a decision maker.
- 9.4 The decision maker must be –
- (a) An unbiased person chosen by agreement between the parties; or
 - (b) In the absence of agreement –
 - (i) in the case of a dispute between a Member or Associate Member and another Member or Associate Member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a Member or Associate Member and the PGAV, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A Member or Associate Member of the PGAV can be a decision maker but the decision maker cannot be a Member or Associate Member who is a party to the dispute.
- 9.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.7 The decision maker, in conducting the grievance process, must –
- (a) give the parties to the grievance process every opportunity to be heard on the matter which is the subject of the dispute; and

- (b) allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the grievance process.

9.8 To the extent permitted by law, the decision maker will determine the dispute.

9.9 If the decision maker is not permitted at law to determine the dispute, the parties may seek to resolve the dispute in a manner otherwise permitted at law.

10 ANNUAL GENERAL MEETING

10.1 The PGAV shall in each calendar year convene an Annual General Meeting of its Members and Associate Members.

10.2 The Annual General Meeting shall be held on such day as the Board determines, in keeping with these Rules, Regulations and the Act.

10.3 The Annual General Meeting shall be specified as such in the notice convening it.

10.4 The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) to receive the Board reports upon the transactions of the PGAV during the preceding financial year;
- (c) to receive and consider the statement submitted by the PGAV in accordance with part 7 of the Act; and
- (d) to elect the Board.

10.5 The Annual General Meeting may transact special business of which notice has been given in accordance with these Rules.

10.6 The Annual General Meeting shall be in addition to any Special General Meetings held in the same year.

11 SPECIAL GENERAL MEETING

11.1 The Board may, whenever it thinks fit, convene a Special General Meeting where more than 15 months would lapse between Annual General Meetings.

11.2 The Board shall, on the requisition in writing of Members representing not less than one half of the total number of Members, convene a Special General Meeting of the PGAV.

11.3 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the Executive Officer.

11.4 If the Board does not cause a Special General Meeting within one month after the date on which the requisition is sent to the Executive Officer, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.

11.5 A Special General Meeting convened by Members pursuant to these Rules shall be convened in the same manner as meetings convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the PGAV to the person incurring the expenses.

12 NOTICE OF MEETING

- 12.1 The Executive Officer of the PGAV shall, at least 14 days before the date fixed for holding a meeting of the PGAV, send to all Members and Associate Members a notice by email or post stating the place, date and time of the meeting and the nature of the business to be transacted.
- 12.2 No business other than that set out in the notice convening the meeting shall be transacted.
- 12.3 A Member or Associate Member wishing to bring any business before a meeting may give notice in writing to the Executive Officer, who shall include the business in the notice calling the next meeting after the receipt of the notice.

13 PROCEEDINGS AT MEETINGS

- 13.1 All business transacted at a Special General Meeting or Annual General Meeting, other than that referred to in these Rules as being ordinary business of the Annual General Meeting, shall be deemed to be special business.
- 13.2 No item of business shall be transacted at a meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 13.3 A quorum for the transaction of business at a meeting is the presence of ten per cent of Members entitled under these Rules to vote at a meeting and at least three of which are Metropolitan Galleries and at least three of which are Regional Galleries. For the purpose of determining whether a quorum is present, a person attending as a proxy shall be deemed a Member.
- 13.4 If within half an hour after the appointed time for the commencement of the meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair or by prior written notice to Members and Associate Members) at the same place, and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for commencement of the meeting, the Members present (being not fewer than seven) shall be a quorum.
- 13.5 The President or co-President or, in their absence, the Vice-President, shall preside as Chair at each meeting of the PGAV.
- 13.6 If the President or co-Presidents and the Vice-President are absent from a meeting, the Members present shall elect one of their number to preside as Chair at the meeting.
- 13.7 The Chair of a meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.8 Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given in accordance with Rule 12.1.
- 13.9 Except as provided in Rules 13.7 and 13.8 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.10 A question arising at a meeting of the PGAV shall be determined on a show of hands and unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost and an entry to the effect in the Minutes is evidence of the fact.

- 13.11 Upon any question arising at a meeting of the PGAV a Member has one vote only.
- 13.12 All votes shall be given personally by a representative of a Member or its proxy.
- 13.13 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 13.14 If at a meeting a poll on any question is demanded by not fewer than three Members, it shall be taken at that meeting in such a manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 13.15 A poll that is demanded on the election of the Chair or on a question of an adjournment shall be taken immediately and a poll that is demanded by any other question shall be taken at such time before the close of the meeting as the Chair may direct.
- 13.16 A Member is not entitled to vote at any meeting unless all money due and payable by that Member of the PGAV has been paid, other than the amount of the annual subscription payable in respect of the current financial year.

14 PROXIES

- 14.1 Each Member being a body corporate may by resolution of its board authorise a specified person to act as representative of the Member at meetings of the PGAV that the Member would be entitled to attend. A person so authorised shall be entitled to exercise on the Member's behalf as a proxy the same powers of the Member.
- 14.2 Each member is entitled to appoint another member as a proxy by notice given to the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 14.3 The notice appointing the proxy must be in the form set out in Appendix III.

15 BOARD OF MANAGEMENT

- 15.1 The affairs of the PGAV shall be managed by the Board of Management constituted as provided in Rule 15.3.
- 15.2 The Board:
- (a) shall control and manage the business and affairs of the PGAV;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the PGAV other than those powers and functions that are required by these rules to be exercised by meetings of the Members of the PGAV; and
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the PGAV.
- 15.3 The elected officers of the Association shall be:
- (a) a President or, alternatively, two co-Presidents;
 - (b) a Vice-President; and
 - (c) a Treasurer.
- 15.4 The Board of Management shall elect from its Members the officers of the PGAV in Rule 15.3.

- 15.5 Each Board member shall hold office until the Annual General Meeting held in the third year after the year of appointment but is eligible for reappointment unless otherwise provided for in Rule 15.11.
- 15.6 In the event of a casual vacancy in any office referred to in Rule 15.3 the provisions of 15.4 shall apply.
- 15.7 The Board shall consist of at least thirteen persons, eight of whom shall be members of the professional and permanent staff of a Member Gallery.
- 15.8 The Board shall be elected as follows:
- (a) four (being members of the professional and permanent staff of a Metropolitan Member Gallery) shall be elected by all Member Galleries;
 - (b) four (being members of the professional and permanent staff of a Regional Member Gallery) shall be elected by all Member Galleries;
 - (c) four (who, aside from the Treasurer, are not required to have any particular qualification or credential) shall be appointed by the Board, one of whom has the financial and/or accounting qualifications to be appointed as Treasurer pursuant to 15.3(c) above. These Board members become Members of the PGAV for the period of their appointment, and are not required to pay an annual subscription; and
 - (d) one First Nations representative (who is not required to be affiliated with a Member Gallery) shall be appointed by the Board as a Member of the PGAV for the period of their appointment, without requirement to pay any annual subscription.
- 15.9 The Director of the National Gallery of Victoria (or nominee) will be represented as a Board member of the PGAV, which Board appointment is not subject to any term limit.
- 15.10 Subject to 15.9 above, each member of the Board shall be appointed for a term which shall conclude at the Annual General Meeting held in the third year after the year of their appointment, but is eligible for reappointment. For Board members appointed pursuant to 15.8(c) and 15.8(d) above, the Board member's appointment shall commence at the Annual General Meeting at which their appointment to the Board is endorsed.
- 15.11 A person who has been appointed to be a member of the Board for two consecutive terms is not able to be reappointed to be a member of the Board unless a period of one year has elapsed since he or she last was a member of the Board.
- 15.12 The Board may fill any vacancy occurring in its numbers. The person so appointed shall hold office, subject to these Rules, until the next Annual General Meeting at which that person will be eligible for election for two terms.
- 15.13 The members of the Board shall be bound by these Rules.
- 15.14 For the purposes of these Rules, the office of a member of the Board becomes vacant if:
- (a) the member ceases to satisfy the appointment criteria of Rule 15.8;
 - (b) the member resigns office by notice in writing given to the President or co-President or Executive Officer; or
 - (c) the member ceases to be a member of a Member Gallery.
- 15.15 A Board member who is a permanent staff member of a Member Gallery who goes on extended leave, depending on the type of leave taken, does not in all circumstances cease to be a member of the Board. A member's eligibility to remain on the Board will be reviewed by the Board on a case by case basis.

16 PROCEEDINGS OF THE BOARD

- 16.1 The Board shall meet at least four times in each year at such place and at such times as the Board may determine. The Board may meet using any technology that allows the members of the Board to simultaneously communicate with each participating member, including but not limited to teleconference, videoconference or online video communication and any resolution passed at any such meeting shall, notwithstanding that the members of the Board are not present together in one place, be deemed to have been passed at a duly constituted meeting of the Board.
- 16.2 The Board may regulate its own proceedings.
- 16.3 Four members of the Board (two of whom shall be appointees of Metropolitan Galleries and two of whom shall be appointees of Regional Galleries) shall constitute a quorum for the transaction of the business of Board meetings.
- 16.4 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to an agreed time within the four weeks following, unless the meeting was a special meeting in which case it lapses.
- 16.5 At the meetings of the Board:
- (a) the President or a co-President or, in their absence, the Vice-President shall preside; or
 - (b) if the President or co-Presidents and the Vice-President are absent, one of the remaining members of the Board chosen by the members present shall preside.
- 16.6 Question arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding the meeting may determine.
- 16.7 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 16.8 Written notice of each Board meeting shall be served on each member of the Board by delivering it to by email or post addressed to the Member at their usual known address at least two business days before the date of the meeting.
- 16.9 Subject to Rule 16.4, the Board may act notwithstanding any vacancy on the Board.
- 16.10 The Board shall have the power to:
- (a) co-opt advisers who may be asked to attend meetings on a regular basis but who do not have voting powers; or
 - (b) invite any person to attend a meeting to assist the Board in matters under consideration.
- 16.11 The Board will establish and maintain bank accounts in the name of the PGAV into which all moneys received by the PGAV will be paid.
- 16.12 All cheques and other negotiable instruments shall be signed in accordance with directions of the Board given from time to time.
- 16.13 At the end of each financial year the Board shall have prepared a detailed statement of income and expenditure which shall be presented to the Annual General Meeting.
- 16.14 Moneys, other than tax deductible donations, standing to the credit of the PGAV not immediately required may be invested in any manner permitted for the investment of

trust funds under the *Trustee Act 1958* as amended, varied or replaced from time to time.

17 SUB-COMMITTEE OF THE BOARD

- 17.1 The Board may form sub-committees consisting of at least two members of the Board, one of whom shall be appointed as convenor by the Board, and such other person or persons as may be co-opted by the Board.
- 17.2 A majority of the members of a sub-committee shall constitute a quorum.
- 17.3 Every question arising at a meeting of a sub-committee shall be decided by a majority of votes of the members present and voting on the question.
- 17.4 In the event of an equality of votes on any question at a meeting of a sub-committee the convenor or other member presiding at that meeting shall have a second or casting vote.
- 17.5 Subject to any directions of the Board, a sub-committee may regulate its own proceedings.
- 17.6 A sub-committee:
- (a) shall make such reports to the Board as the Board directs; and
 - (b) may at any time be dissolved by the Board.

18 EXECUTIVE OFFICER

- 18.1 The Executive Officer of the PGAV is appointed by the Board under a contract of employment and is delegated the authority to act in an executive capacity for the PGAV.
- 18.2 The Executive Officer is not a member of the Board.
- 18.3 The Executive Officer shall keep minutes of the negotiations and proceedings of each Annual General Meeting, each Special General Meeting and each Board meeting and a record of the names of persons present at Board meetings.
- 18.4 The Executive Officer shall also act as Secretary for the PGAV in accordance with the Act.
- 18.5 In circumstances where The Executive Officer is unable to act as Secretary, or where there is a vacancy in the Executive Officer role, the Board shall appoint a Board member as Secretary.

19 TREASURER

- 19.1 The Treasurer of the PGAV:
- (a) shall ensure appropriate collection and receipt of all moneys due to the PGAV and for all payments authorised by the PGAV; and
 - (b) shall ensure that accounts and books are kept appropriately, showing the financial affairs of the PGAV with full details of all the financial affairs of the PGAV.
- 19.2 The accounts and books referred to in Rule 19.1(b) shall be available for inspection by Members and Associate Members.

20 SEAL

- 20.1 The common seal of the PGAV shall be kept in the custody of the Executive Officer.

20.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board or of one member of the Board and the Executive Officer of the PGAV.

21 ALTERATION OF RULES

21.1 These Rules shall not be altered except in accordance with the Act.

22 NOTICES

22.1 A notice may be served by or on behalf of the PGAV upon any Member or Associate Member either personally or by sending it by email or post to the Member or Associate Member's address shown in the register of members.

22.2 Where a document is properly addressed to a person, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of email or post.

23 WINDING UP OR CANCELLATION

23.1 In the event of the winding-up or cancellation of the PGAV, the assets shall be disposed of as follows:

- (a) in the case of any asset held upon a specific trust, in accordance with the terms of the trust; and
- (b) any money or property, except monies held in the Public Fund, which remains after satisfaction of all debts and liabilities of the PGAV shall not be paid to or distributed among the Members or former Members or Associate Members or former Associate Members of the PGAV but shall be given or transferred to some other institution or institutions having objects similar to the objects of the PGAV and which is not carried on for the profit or gain of its individual members.

24 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

24.1 Except as otherwise provided in these Rules, the Executive Officer shall keep in their custody or under their control all accounts, books, documents and securities of the PGAV.

24.2 On request, Members and Associate Members may inspect free of charge:

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to Rule 24.3, the financial records, books, securities and any other relevant documents of the PGAV, including minutes of Board meetings.

24.3 The Board may refuse to permit a Member or Associate Member to inspect records of the PGAV that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the PGAV.

24.4 The Board must on request make copies of these Rules available to Members, Associate Members and applicants for membership free of charge.

24.5 Subject to Rule 24.3, a Member or Associate Member may make a copy of any of the other records of the PGAV referred to in this rule and the PGAV may charge a reasonable fee for provision of a copy of such a record.

24.6 For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the PGAV and includes the following:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the PGAV.

25 FUNDS

25.1 The funds of the PGAV shall be derived from annual subscriptions, fees, sponsorships, donations and such other sources as the Board determines.

26 PUBLIC FUND

26.1 The PGAV will establish and maintain a public fund.

26.2 Donations will be deposited into the Public Fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the PGAV and will only be used to further a purpose of the PGAV as set out in Rule 2.1. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

26.3 The Public Fund will be administered by the Board or a sub-committee of the Board. At least three of the Board because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the purposes of the PGAV.

26.4 No monies or assets in the Public Fund will be distributed to Members or officer bearers of the PGAV, except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Fund or proper remuneration for administrative services.

26.5 The PGAV will notify the Department responsible for the administration of the Register of Cultural Organisations of any proposed amendments or alternations of provisions for the Public Fund, so that the Department can assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.

26.6 Receipts for gifts to the Public Fund must state:

- the name of the Public Fund;
- the Australian Business Number of the company;
- the fact that the receipt is for a gift made to the Public Fund; and
- any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997* as amended, varied or replaced from time to time.

26.7 If upon winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the Members or Associate Members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income amongst its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision

30-B section 30-100 of the *Income Tax Assessment Act 1997* (Cth) and listed on the Register of Cultural Organisations maintained under that act.

27 BY-LAWS

27.1 By-laws not inconsistent with these Rules may be made by the Board, and from time to time amended or repealed by the Board.

APPENDIX I

**APPLICATION FOR MEMBERSHIP OF THE
PUBLIC GALLERIES ASSOCIATION OF VICTORIA INC.**

(NAME OF APPLICANT)

of

(ADDRESS)

desires to become a member of the Public Galleries Association of Victoria Inc. (**PGAV**).

In the event of admission as a member,

(NAME OF APPLICANT)

agrees to be bound by the Rules of the PGAV for the time being in force.

SIGNED FOR AND ON BEHALF OF)

)

By its duly authorised office holder)

in the presence of:)

Signature of witness

Name of witness (please print)

Address of witness

Signature of authorised office holder

Name of authorised office holder (please
print)

OFFICE USE ONLY

Metropolitan Gallery

Regional Gallery

APPENDIX II

**APPLICATION FOR ASSOCIATE MEMBERSHIP OF THE
PUBLIC GALLERIES ASSOCIATION OF VICTORIA INC.**

(NAME OF APPLICANT)

of

(ADDRESS)

desires to become a Supporter of the Public Galleries Association of Victoria Inc. (**PGAV**).

The applicant is an individual or organisation with an interest in the visual arts.

In the event of admission as a Supporter,

(NAME OF APPLICANT)

agrees to be bound by the Rules of the PGAV for the time being in force.

SIGNED FOR AND ON BEHALF OF)
)
By its duly authorised office holder)
in the presence of:)

Signature of witness

Name of witness (please print)

Address of witness

Signature of authorised office holder

Name of authorised office holder (please
print)

OFFICE USE ONLY

Individual

Organisation

APPENDIX III
APPLICATION FOR PROXY
FOR A GENERAL MEETING OF THE
Public Galleries Association of Victoria Inc. (PGAV)

(FULL NAME) _____
of (ADDRESS) _____

being a Member of the PGAV hereby appoint

(FULL NAME OF PROXY*)
of

(ADDRESS)

being a Member of the PGAV as my proxy to vote for me (in the case of normal business or other resolutions that may arise) on my behalf at the meeting of the PGAV (Annual General Meeting or Special General Meeting as the case may be) to be held on

(DATE OF MEETING)

(SIGNATURE OF MEMBER APPOINTING PROXY)

(NAME IN CAPITAL LETTERS)

*A proxy vote may not be given to a person who is not a Member of the PGAV